

RECORDATION NO. 19449-G FILED

FEB 01 '11 -11 04 AM

**SURFACE TRANSPORTATION BOARD**



February 1, 2011

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, SW  
Washington, DC 20423-0001

Dear Chief:

Please find attached one (1) copy of the Partial Release dated August 30, 2010, and effective as of August 31, 2010, between the following parties

Fifth Third Leasing Company  
38 Fountain Square Plaza  
Cincinnati, OH 45263

The David J. Joseph Company  
300 Pike Street  
Cincinnati, OH 45202

This filing is to appear in the index as follows: Partial Release effective August 31, 2010 related to seventy eight (78) railcars bearing reporting marks: CNW 370135 – CNW 375073, sporadic

Please file this as a secondary document under Recordation Number 19449-G as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 19449 through 19449-F. The filing fee in the amount of \$41.00 can be charged to our account

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie Woodard  
Documentation Coordinator

Enclosures

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## PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

This Release is entered into as of August 30, 2010 between The David J. Joseph Company, a Delaware corporation ("Joseph") and Fifth Third Leasing Company, a corporation ("Fifth Third"), and effective as of August 31, 2010.

WHEREAS, Joseph and Fifth Third are parties to a Purchase and Sale Agreement dated as of November 30, 2005 (the "Agreement") pursuant to which (a) Fifth Third purchased the railroad cars identified on Exhibit A hereto (the "Railcars") and (b) Fifth Third granted Joseph certain rights in such Railcars which operated as a lien upon such Railcars;

WHEREAS, Joseph and Fifth Third memorialized the Agreement of record by filing a Memorandum of Options, Rights of First Refusal and Remarketing Rights between Joseph and Fifth Third (the "Memorandum of Options, Rights of First Refusal and Remarketing Rights") with the Surface Transportation Board (the "STB"); and

WHEREAS, the Memorandum of Options, Rights of First Refusal and Remarketing Rights was recorded with the STB and assigned recordation number 19449-E; and

WHEREAS, Joseph and Fifth Third memorialized the Agreements of the parties further by filing Memorandum of Assignment and Assumption Agreements (collectively, "Memorandum of Assignment and Assumption") with the STB; and

WHEREAS, the Memorandum of Assignment and Assumption were recorded with the STB and assigned the following recordation numbers: 19449-A, 19449-B, 19449-C and 19449-D.

NOW THEREFORE, in consideration of the premises and mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt of which is hereby acknowledged, the parties agree as follows:

1. The Memorandum of Options, Rights of First Refusal and Remarketing Rights is hereby terminated. The parties hereby release all rights, interests or claims to, and all liens and encumbrances upon, the Railcars as given under the Memorandum of Options, Rights of First Refusal and Remarketing Rights.

2 The Memorandum of Assignment and Assumption is hereby terminated. The parties hereby release all rights, interests or claims to, and all liens and encumbrances upon, the Railcars as given under the Memorandum of Assignment and Assumption.

3. The parties desire to execute this Release for purposes of memorializing of record the agreement set forth herein.

4. This Release may be executed in as many counterparts as shall be determined by the parties hereto when so executed, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, this Release has been duly executed by duly authorized officers of the parties as of the date and year first above written.

**THE DAVID J. JOSEPH COMPANY**

By: Kelly C. Poellen

Title: Vice President, Brokerage - Finance

Date: August 30, 2010

**FIFTH THIRD LEASING COMPANY**

By: James A. Merz

Title: James A. Merz

Date: Vice President

State of OHIO )  
County of HAMILTON ) ss

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of August, 2010 by Kelly C. Poellein, the Vice President, Brokerage - Finance of The David J. Joseph Company, a Delaware corporation, on behalf of the said corporation.

Angela Denise Watts  
Notary Public  
My Commission Has No Expiration

ANGELA DENISE WATTS  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date Section 147.03 O.R.C.

State of OHIO )  
County of HAMILTON ) ss

The foregoing instrument was acknowledged before me this 30 day of August, 2010 by James A. Merz, the Vice President of Fifth Third Leasing Company, a corporation, on behalf of the said corporation.

James A. Merz  
Notary Public  
My Commission Expires: 9-14-12



## EXHIBIT A

### RAILCARS:

Seventy-eight (78) railcars bearing reporting marks as follows:

OLD NUMBER	NEW NUMBER
CNW 370135	JTSX 901300
CNW 370136	JTSX 901301
CNW 370138	JTSX 901302
CNW 370139	JTSX 901303
CNW 370140	JTSX 901304
CNW 370141	JTSX 901305
CNW 370142	JTSX 901306
CNW 370143	JTSX 901307
CNW 370144	JTSX 901308
CNW 370145	JTSX 901309
CNW 370146	JTSX 901310
CNW 375002	JTSX 901311
CNW 375003	JTSX 901312
CNW 375005	JTSX 901313
CNW 375006	JTSX 901314
CNW 375007	JTSX 901315
CNW 375008	JTSX 901316
CNW 375009	JTSX 901317
CNW 375010	JTSX 901318
CNW 375011	JTSX 901319
CNW 375012	JTSX 901320
CNW 375013	JTSX 901321
CNW 375014	JTSX 901322
CNW 375015	JTSX 901323
CNW 375016	JTSX 901324
CNW 375017	JTSX 901325
CNW 375018	JTSX 901326
CNW 375019	JTSX 901327
CNW 375020	JTSX 901328
CNW 375022	JTSX 901329
CNW 375023	JTSX 901330
CNW 375024	JTSX 901331
CNW 375025	JTSX 901332
CNW 375026	JTSX 901333
CNW 375027	JTSX 901334
CNW 375029	JTSX 901335

CNW 375030	JTSX	901336
CNW 375031	JTSX	901337
CNW 375032	JTSX	901338
CNW 375033	JTSX	901339
CNW 375034	JTSX	901340
CNW 375035	JTSX	901341
CNW 375036	JTSX	901342
CNW 375038	JTSX	901343
CNW 375039	JTSX	901344
CNW 375040	JTSX	901345
CNW 375041	JTSX	901346
CNW 375042	JTSX	901347
CNW 375043	JTSX	901348
CNW 375044	JTSX	901349
CNW 375045	JTSX	901350
CNW 375046	JTSX	901351
CNW 375047	JTSX	901352
CNW 375048	JTSX	901353
CNW 375049	JTSX	901354
CNW 375050	JTSX	901355
CNW 375051	JTSX	901356
CNW 375052	JTSX	901357
CNW 375053	JTSX	901358
CNW 375054	JTSX	901359
CNW 375055	JTSX	901360
CNW 375056	JTSX	901361
CNW 375058	JTSX	901362
CNW 375059	JTSX	901363
CNW 375060	JTSX	901364
CNW 375061	JTSX	901365
CNW 375062	JTSX	901366
CNW 375063	JTSX	901367
CNW 375064	JTSX	901368
CNW 375065	JTSX	901369
CNW 375066	JTSX	901370
CNW 375067	JTSX	901371
CNW 375068	JTSX	901372
CNW 375069	JTSX	901373
CNW 375070	JTSX	901374
CNW 375071	JTSX	901375
CNW 375072	JTSX	901376
CNW 375073	JTSX	901377